

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE:	§	
	§	
DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	
	§	BANKRUPTCY No. 21-51523-MMP
	§	LEAD CASE
DEBTORS.	§	JOINTLY ADMINISTERED

IN RE:	§	
	§	
POLICY SERVICES, INC.	§	BANKRUPTCY No. 21-51513
	§	
DEBTOR.	§	JOINTLY ADMINISTERED

**CERTIFICATE OF SERVICE OF
(1) TRUSTEE'S NOTICE OF SALE OF PROPERTY OF THE ESTATE OF POLICY SERVICES, INC.
AND (2) SALE PROCEDURES**

I hereby certify that true and correct copies of the attached (1) *Trustees' Notice of Sale of the Property of The Estate of Policy Services, Inc.* and (2) *Sale Procedures* was served via US First Class Mail on the 21st day of March, 2022, to the parties on the attached Service List(s).

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¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Policy Services, Inc. (2864), Wizard Mode Media, LLC (3205), deeproot Pinball LLC (0320), deeproot Growth Runs Deep Fund, LLC (8046), deeproot 575 Fund, LLC (9404), deeproot 3 Year Bonus Income Debenture Fund, LLC (7731), deeproot Bonus Growth 5 Year Debenture Fund, LLC (9661), deeproot Tech LLC (9043), deeproot Funds LLC (9404), deeproot Studios LLC (6283), and deeproot Capital Management, LLC (2638).

Respectfully submitted,

PULMAN, CAPPUCCIO & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
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(210) 222-9494 Telephone
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By: /s/ *Randall A. Pulman*

Randall A. Pulman

Texas State Bar No. 16393250

rpulman@pulmanlaw.com

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE**

ATTACHMENT

Trustees' Notice of Sale of the Property of The Estate of Policy Services, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
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DEEPROOT CAPITAL MANAGEMENT, LLC, ET AL., ¹	§	BANKRUPTCY No. 21-51523-MMP
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DEBTORS.	§	JOINTLY ADMINISTERED

IN RE:	§	
	§	
POLICY SERVICES, INC.	§	BANKRUPTCY No. 21-51513
	§	
DEBTOR.	§	JOINTLY ADMINISTERED

TRUSTEE’S NOTICE OF SALE OF THE PROPERTY OF THE ESTATE OF POLICY SERVICES, INC.

**PLEASE READ THIS NOTICE CAREFULLY AS YOUR
RIGHTS MAY BE AFFECTED AS SET FORTH HEREIN.**

On December 9, 2021 (the “**Petition Date**”), the Debtors filed their respective voluntary petitions under Chapter 7 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”). The Court approved joint administration of Debtors listed in the captioned footnote on December 20, 2021. On December 21, 2021, John Patrick Lowe was appointed Chapter 7 Trustee (the “**Trustee**”) of the estates of the Jointly Administered Debtors.

On March 18, 2022, Trustee filed *Trustee’s Motion to Approve (A) Sale of Life Insurance Policies, (B) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (C) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* (the “**Sale Procedures Motion**”) seeking approval of certain procedures for the sale of and taking bids (the “**Sale Process**”) on Policy Services, Inc.’s Estate’s property. Through this Sale Process, Trustee seeks the highest and best offer(s) for the sale (the “**Sale**”) of certain life insurance policies (the “**Policies**”) free and clear of any and all liens, claims, rights, interests, and encumbrances in accordance with Section

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Policy Services, Inc. (2864), Wizard Mode Media, LLC (3205), deeproot Pinball LLC (0320), deeproot Growth Runs Deep Fund, LLC (8046), deeproot 575 Fund, LLC (9404), deeproot 3 Year Bonus Income Debenture Fund, LLC (7731), deeproot Bonus Growth 5 Year Debenture Fund, LLC (9661), deeproot Tech LLC (9043), deeproot Funds LLC (9404), deeproot Studios LLC (6283), and deeproot Capital Management, LLC (2638).

363(f) of the Bankruptcy Code, with such liens, claims, rights, interests, and encumbrances to attach to the sale proceeds. The Sale Process is subject to, and all offers must be in accordance with, the sale procedures approved by the Bankruptcy Court, which are attached hereto as **Exhibit A** (the “**Sale Procedures**”).

On March 21, 2022, the Bankruptcy Court entered its *Order Approving Trustee’s Motion to Approve (A) Sale Procedures and Bid Protections in Connection with the Sale of the Property of the Estate of Policy Services, Inc. and (B) the Form of Notice for the Sale of the Property of the Estate of Policy Services, Inc.* [Docket No. 85 (the “**Sales Procedures Order**”) in which the Bankruptcy Court, among other things, (a) approved the Sales Procedures, (b) approved the Stalking Horse Agreement, (c) approved the form and manner of notice of the Sale Procedures, (d) set an Objection Deadline to the Sale, and (e) established the date for the Sale.

Any party wishing to participate as a qualified bidder should submit (a) a sealed bid for the Policies (“**Bid**”), (b) a purchase agreement (“**Purchase Agreement**”), signed by an authorized representative of such bidder, marked against the Stalking Horse Agreement to show all changes requested by such bidder, and (c) evidence of the bidder’s financial ability to close the transaction, to J. Patrick Lowe, Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com, and deposit Six Hundred Thousand and no/100 Dollars (\$600,000.00) (“**Earnest Money Deposit**”) with Trustee’s counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than **April 4, 2022 at 5:00 p.m. prevailing Central Time** (the “**Bid Deadline**”). Any such Bid submitted by the Bid Deadline shall be in the amount of at least One Million, Two Hundred Fifty Thousand and no/100 Dollars (\$1,250,000.00) to be a qualified bid (“**Qualified Bid**”) and to allow the bidder to become a Qualified Bidder (“**Qualified Bidder**”). The deposited funds will be held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Earnest Money Deposit of all Qualified Bidders (except for the highest bidder (the “**Successful Bidder**”)) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within ten (10) business days after the closing of the Sale.

In the event Trustee receives at least one Qualified Bid by the Bid Deadline, the Trustee may in his absolute discretion, exercising only his best business judgment on behalf of the estate, negotiate with the Stalking Horse Bidder and one or more of the Qualified Bidders on price and terms of a Qualified Bid and Trustee shall, in his absolute discretion, exercising only his best business judgment on behalf of the Estate, announce the Successful Bidder.

After announcing the Successful Bidder, Trustee shall request that the Court approval the Sale at a hearing to be held at Hipolito F. Garcia Federal Building and United State Courthouse, Courtroom No. 3, Fifth Floor, 615 E. Houston St., San Antonio, Texas 78205 **on April 11, 2022 at 2:00 p.m., prevailing Central Time** (the “**Sale Hearing**”).

Objections, if any, to the consummation of the Sale, shall be filed with the Bankruptcy Court by no later than **April 4, 2022** (the “**Objection Deadline**”). Any person failing to timely file an objection to the Sale prior to the deadlines set forth in the Bid Procedures Order shall be forever barred from objecting to the Sale, including the transferring of the Policies free and clear of any and all liens, claims and other interests.

Respectfully submitted,

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By: /s/Randall A. Pulman
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rpulman@pulmanlaw.com

**ATTORNEYS FOR JOHN PATRICK LOWE,
CHAPTER 7 TRUSTEE**

EXHIBIT A

SALE PROCEDURES

On December 9, 2021 (the “**Petition Date**”), Policy Services, Inc., one of the eleven jointly administered debtors (“**Debtor**”), the owner and sole beneficiary of the Policies (defined below), filed a voluntary petition under Chapter 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”).

On December 21, 2021, J. Patrick Lowe, was appointed chapter 7 Trustee (“**Trustee**”) for the estate of *In re Policy Services, Inc.*, Case No. 21-51513, in the United States Bankruptcy Court of the Western District of Texas, San Antonio, Division, which case is being Jointly Administered under *In re deeproot Capital Management, LLC, et al.*, Case No. 21-51523, in the United States Bankruptcy Court of the Western District of Texas, San Antonio, Division.

These Sale Procedures have been approved and authorized pursuant to the *Trustee’s Motion to Approve (A) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (B) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* (the “**Sale Procedures Motion**”) and the *Order Approving Trustee’s Motion to Approve (A) Sale Procedures and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (B) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* (the “**Sale Procedures Order**”), entered by the United States Bankruptcy Court for the Western District of Texas, San Antonio Division.

A. Assets to be Sold

Generally, the assets to be sold include the conveyance free and clear of all liens, claims, encumbrances, and interests in certain life insurance policies, as described on Exhibit A and Exhibit B attached hereto (collectively, the “**Policies**”).

B. Stalking Horse Agreement

Subject to the provisions set forth herein, Trustee has entered into a certain Life Insurance Policy Purchase and Sale Agreement (the “Stalking Horse Agreement”) with TuYo Holdings, LLC, a Texas limited liability company (the “Stalking Horse Bidder”), pursuant to which Trustee has agreed to sell and the Stalking Horse Bidder has agreed to purchase the Policies, subject to the receipt and acceptance of an otherwise better Qualified Bid from a Qualified Bidder, as provided herein.

The Stalking Horse Agreement and the transactions contemplated thereby will be deemed a Qualified Bid for all purposes, and the Stalking Horse Bidder will be deemed to be a Qualified Bidder. Other than as provided by order of the Bankruptcy Court prior to the entry of the Sale Order, no party submitting a Bid shall be entitled to a break-up fee or expense reimbursement except for the Bid Protections for the Stalking Horse Bidder that are approved by the Bankruptcy Court

C. Submission of Initial Qualifying Bids by Potential Purchasers

Any party wishing to participate as a qualified bidder should submit (a) a sealed bid for the Policies (“**Bid**”), (b) a purchase agreement (“**Purchase Agreement**”), signed by an authorized representative of such bidder, marked against the Stalking Horse Agreement to show all changes

requested by such bidder, and (c) evidence of the bidder's financial ability to close the transaction, to J. Patrick Lowe, Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com, and deposit Six Hundred Thousand and no/100 Dollars (\$600,000.00) ("**Earnest Money Deposit**") with Trustee's counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than **April 4, 2022** (the "**Bid Deadline**").

Any such Bid submitted by the Bid Deadline shall be in the amount of at least One Million, Two Hundred Fifty Thousand and no/100 Dollars (\$1,250,000.00) to be a qualified bid ("**Qualified Bid**") and to allow the bidder to become a Qualified Bidder ("**Qualified Bidder**"). The deposited funds will be held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Earnest Money Deposit of all Qualified Bidders (except for the highest bidder (the "**Successful Bidder**")) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within ten (10) business days after the closing of the Sale

The Bid should be sealed.

D. The Selection of the Successful Bid

In the event Trustee receives at least one Qualified Bid by the Bid Deadline, the Trustee may in his absolute discretion, exercising only his best business judgment on behalf of the estate, negotiate with the Stalking Horse Bidder and one or more of the Qualified Bidders on price and terms of a Qualified Bid.

E. Objections to Sale

Any objection(s) filed to the sale of the Policies (i) shall be set forth in writing and shall specify with particularity the grounds for such objections or other statements of position; (ii) shall be filed with the Court on or before **April 4, 2022** (the "**Objection Deadline**"). Any person failing to timely file an objection to the Sale prior to the Objection Deadline shall be forever barred from objecting to the Sale, including the transferring of the Property free and clear of any and all liens, claims and other interests.

F. Court Approval

The sale hearing will be held on **April 11, 2022, at 2:00 P.M. before the Honorable Michael M. Parker, United States Bankruptcy Court for the Western District of Texas, San Antonio Division, Courtroom No. 1, Third Floor, 615 E. Houston St., San Antonio, Texas 78205** (the "**Sale Hearing**") where Trustee will seek approval of the sale of the Policies to the Stalking Horse Bidder or the Successful Bidder.

At the Sale Hearing, Trustee will seek entry of an order approving the sale of the Policies to the Successful Bidder pursuant to 11 U.S.C. §363(f) and free and clear of all liens, claims, encumbrances, and interests. The Sale Hearing may be adjourned or rescheduled as ordered by the Bankruptcy Court or by Trustee with the approval of the Successful Bidder and without further notice to creditors and parties in interest other than by announcement by Trustee of the adjourned date at the Sale Hearing.

Trustee's presentation to the Bankruptcy Court for approval of a Successful Bid does not constitute Trustee's acceptance of the Bid. Trustee will be deemed to have accepted a Bid only when the Bid has been approved by Order of the Bankruptcy Court.

G. Closing

The closing of the sale of the Policies shall occur no later than **May 2, 2022** (the "**Final Closing Deadline**"); provided, however, that this requirement may be waived upon an agreement between Trustee and the Successful Bidder.

H. Failure to Consummate Purchase

If any Successful Bidder fails to consummate the purchase of the Policies, and such failure to consummate the purchase is the result of a breach by such Successful Bidder, 25% of the Deposit on Purchase Price of such Successful Bidder shall be forfeited to the Estate.

I. Back-Up Bidders

If any Successful Bidder fails to consummate a sale because of a breach or failure to perform on the part of such Successful Bidder, the Qualified Bidder that had submitted the next highest or otherwise best Qualified Bid at the Auction (if any), (the "**Back-Up Bidder(s)**") will be deemed to be the Successful Bidder for the Policies and Trustee will be authorized to consummate the Sale of the Policies to such Back-Up Bidder without further order of the Bankruptcy Court and such Qualified Bid shall thereupon be deemed the Successful Bid. If any Qualified Bidder fails to consummate the sale because of a breach or failure to perform on the part of such Qualified Bidder or for any reason within ten days after being deemed the Back-Up Bidder pursuant to this section of the Sale Procedures, the process described above may continue as determined by Trustee until a Qualified Bidder shall consummate the sale.

J. Return of Earnest Money Deposit

The Earnest Money Deposit of all Qualified Bidders, who are not the Successful Bidder, will be returned, without interest, to each such Qualified Bidder as soon as reasonably practicable but in any event within ten (10) business days after the closing of the Sale.

K. Reservation of Rights

1. Determination of Successful Bid. Trustee reserves the right to: (a) determine whether any Qualified Bid is a successful bid, and (b) reject, at any time prior to the entry of the Sale Order, any Bid that the Trustee in its discretion determines to be inadequate, insufficient, not in conformity with the Sales Procedures or the Bankruptcy Code, or contrary to the best interest of the Trustee and its Estate.

2. Modification of Bidding Procedures. Trustee may modify the Sale Procedures, without the need for any further order of the Bankruptcy Court, including, without limitation (a) extending the deadlines set forth in these Sale Procedures, and (b) adjourning the Sale Hearing; provided, however, that the Trustee may not alter any Bid Protections granted to the Stalking Horse

Bidder, change the amount of a Qualified Bid, or change the Deposit Requirement of a Qualified Bidder.

3. Nothing contained in these Sale Procedures, or the court's order, shall limit, restrict, alter, modify, waive or otherwise impair Trustee's reasonable business judgment in relation to the sale process contemplated by these Sale Procedures.

L. As Is, Where As Sale

The sale of the Policies shall be on an "as is, where as" basis and without representations or warranties of any kind, nature, or description by the Trustee, the Estate, or its agents and representatives. Except as otherwise expressly provided in these Sale Procedures, by submitting a Bid, each bidder shall be deemed to acknowledge and represent that it (i) has had an opportunity to conduct any and all reasonable due diligence regarding the Policies prior to making its bid, (ii) has relied solely upon its own independent review, investigation and/or inspection of any and all documents and/or the Policies in making its bid, and (iii) did not rely on any written or oral statements, representations, promises, warranties or guaranties whatsoever, whether express, implied, by operation of law or otherwise, regarding the Policies, or the completeness of any information provided in connection therewith by the Trustee or Trustee's counsel.

M. Trustee's 's Counsel

Any questions regarding these Sales Procedures should be addressed to Trustee's Counsel whose contact information is:

Randall A. Pulman
rpulman@pulmanlaw.com
W. Drew Mallender
dmallender@pulmanlaw.com
PULMAN, CAPPUCCIO & PULLEN, LLP
2161 NW Military Highway, Suite 400
San Antonio, Texas 78213
www.pulmanlaw.com
(210) 222-9494 Telephone
(210) 892-1610 Facsimile

Exhibit A to Sale Procedures

IN FORCE POLICIES

Carrier	Policy ID	Last Name	Status	Policy Number	Face Amount of Policy	Acquisition Cost
Protective Life Insurance Company (West Coast Life)	ANDE75	REDACTED	In-Force	REDACTED 575	\$2,000,000.00	\$1,212,121.21
Brighthouse Life Insurance Company	JKN22A	REDACTED	In-Force	REDACTED 319 REDACTED	\$2,500,000.00	\$1,648,351.65
John Hancock Life Insurance Company	FEE287	REDACTED	In-Force	REDACTED 287	\$500,000.00	\$338,983.05
John Hancock Life Insurance Company	FEE548	REDACTED	In-Force	REDACTED 548	\$500,000.00	\$338,983.05
Occidental Life Insurance Company NC	MAR790	REDACTED	In-Force	REDACTED 790	\$100,000.00	\$67,039.11
Transamerica Life Insurance Company	JMD135	REDACTED	In-Force	REDACTED 135	\$500,000.00	\$305,295.36
Brighthouse Life Insurance Company	KFFN57	REDACTED	In-Force	REDACTED 157 REDACTED	\$500,000.00	\$254,104.00
Protective Life Insurance Company	RID363	REDACTED	In-Force	REDACTED 371	\$500,000.00	\$148,680.00

Total Acquisition Cost: \$4,313,557.43

Purchase Price (25%): \$1,078,389.36

Exhibit B to Sale Procedures

LAPSED POLICIES

Carrier	Policy ID	Last Name	Status	Policy Number	Face Amount of Policy
Midland National Life	GRR553	REDACTED	Lapsed	REDACTED 553	\$242,520.00
ING Reliastar Life (VOYA)	PER437	REDACTED	Lapsed	REDACTED 378	\$1,000,000.00
SunLife Financial	SUL428	REDACTED	Lapsed	REDACTED 428	\$300,000.00
SunLife Financial	SUL429	REDACTED	Lapsed	REDACTED 429	\$300,000.00
US Life City NY	UD33NL	REDACTED	Lapsed	REDACTED 0NL	\$750,000.00
Protective Life Insurance Company	LW7116	REDACTED	Lapsed	REDACTED 116	\$1,100,000.00
American General Life	JDE21L	REDACTED	Lapsed	REDACTED 21L	\$633,342.81
Transamerica Life	SIE687	REDACTED	Lapsed	REDACTED 687	\$1,500,000.00
AXA Equitable Life	FERN07	REDACTED	Lapsed	REDACTED 607	\$10,000,000.00
Mass Mutual	HCS883	REDACTED	Lapsed	REDACTED 883	\$1,540,000.00
Principal	ANDR62	REDACTED	Lapsed	REDACTED 262	\$1,000,000.00
Transamerica Life	BASH82	REDACTED	Lapsed		\$9,000,000.00

ATTACHMENT
Sale Procedures

SALE PROCEDURES

On December 9, 2021 (the “**Petition Date**”), Policy Services, Inc., one of the eleven jointly administered debtors (“**Debtor**”), the owner and sole beneficiary of the Policies (defined below), filed a voluntary petition under Chapter 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “**Bankruptcy Code**”).

On December 21, 2021, J. Patrick Lowe, was appointed chapter 7 Trustee (“**Trustee**”) for the estate of *In re Policy Services, Inc.*, Case No. 21-51513, in the United States Bankruptcy Court of the Western District of Texas, San Antonio, Division, which case is being Jointly Administered under *In re deeproot Capital Management, LLC, et al.*, Case No. 21-51523, in the United States Bankruptcy Court of the Western District of Texas, San Antonio, Division.

These Sale Procedures have been approved and authorized pursuant to the *Trustee’s Motion to Approve (A) Sale Procedures, Stalking Horse Agreement and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (B) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* (the “**Sale Procedures Motion**”) and the *Order Approving Trustee’s Motion to Approve (A) Sale Procedures and Bid Protections in Connection with the Sale of Property of the Estate of Policy Services, Inc. and (B) the Form of Notice for the Sale of Property of the Estate of Policy Services, Inc.* (the “**Sale Procedures Order**”), entered by the United States Bankruptcy Court for the Western District of Texas, San Antonio Division.

A. Assets to be Sold

Generally, the assets to be sold include the conveyance free and clear of all liens, claims, encumbrances, and interests in certain life insurance policies, as described on Exhibit A and Exhibit B attached hereto (collectively, the “**Policies**”).

B. Stalking Horse Agreement

Subject to the provisions set forth herein, Trustee has entered into a certain Life Insurance Policy Purchase and Sale Agreement (the “Stalking Horse Agreement”) with TuYo Holdings, LLC, a Texas limited liability company (the “Stalking Horse Bidder”), pursuant to which Trustee has agreed to sell and the Stalking Horse Bidder has agreed to purchase the Policies, subject to the receipt and acceptance of an otherwise better Qualified Bid from a Qualified Bidder, as provided herein.

The Stalking Horse Agreement and the transactions contemplated thereby will be deemed a Qualified Bid for all purposes, and the Stalking Horse Bidder will be deemed to be a Qualified Bidder. Other than as provided by order of the Bankruptcy Court prior to the entry of the Sale Order, no party submitting a Bid shall be entitled to a break-up fee or expense reimbursement except for the Bid Protections for the Stalking Horse Bidder that are approved by the Bankruptcy Court

C. Submission of Initial Qualifying Bids by Potential Purchasers

Any party wishing to participate as a qualified bidder should submit (a) a sealed bid for the Policies (“**Bid**”), (b) a purchase agreement (“**Purchase Agreement**”), signed by an authorized representative of such bidder, marked against the Stalking Horse Agreement to show all changes

requested by such bidder, and (c) evidence of the bidder's financial ability to close the transaction, to J. Patrick Lowe, Trustee, 2402 E. Main, Uvalde, Texas 78801; email pat.lowe.law@gmail.com, and deposit Six Hundred Thousand and no/100 Dollars (\$600,000.00) ("**Earnest Money Deposit**") with Trustee's counsel, Randall A. Pulman, at Pulman, Cappuccio & Pullen, LLP, 2161 NW Military Highway, Suite 400, San Antonio, Texas 78213; Phone No. (210) 222-9494, Fax No. (210) 892-1610; email rpulman@pulmanlaw.com by no later than **April 4, 2022** (the "**Bid Deadline**").

Any such Bid submitted by the Bid Deadline shall be in the amount of at least One Million, Two Hundred Fifty Thousand and no/100 Dollars (\$1,250,000.00) to be a qualified bid ("**Qualified Bid**") and to allow the bidder to become a Qualified Bidder ("**Qualified Bidder**"). The deposited funds will be held by Pulman, Cappuccio & Pullen, LLP in its trust account until after the closing of the sale. The Earnest Money Deposit of all Qualified Bidders (except for the highest bidder (the "**Successful Bidder**")) will be returned, without interest, to each Qualified Bidder as soon as reasonably practicable but in any event within ten (10) business days after the closing of the Sale

The Bid should be sealed.

D. The Selection of the Successful Bid

In the event Trustee receives at least one Qualified Bid by the Bid Deadline, the Trustee may in his absolute discretion, exercising only his best business judgment on behalf of the estate, negotiate with the Stalking Horse Bidder and one or more of the Qualified Bidders on price and terms of a Qualified Bid.

E. Objections to Sale

Any objection(s) filed to the sale of the Policies (i) shall be set forth in writing and shall specify with particularity the grounds for such objections or other statements of position; (ii) shall be filed with the Court on or before **April 4, 2022** (the "**Objection Deadline**"). Any person failing to timely file an objection to the Sale prior to the Objection Deadline shall be forever barred from objecting to the Sale, including the transferring of the Property free and clear of any and all liens, claims and other interests.

F. Court Approval

The sale hearing will be held on **April 11, 2022, at 2:00 P.M. before the Honorable Michael M. Parker, United States Bankruptcy Court for the Western District of Texas, San Antonio Division, Courtroom No. 1, Third Floor, 615 E. Houston St., San Antonio, Texas 78205** (the "**Sale Hearing**") where Trustee will seek approval of the sale of the Policies to the Stalking Horse Bidder or the Successful Bidder.

At the Sale Hearing, Trustee will seek entry of an order approving the sale of the Policies to the Successful Bidder pursuant to 11 U.S.C. §363(f) and free and clear of all liens, claims, encumbrances, and interests. The Sale Hearing may be adjourned or rescheduled as ordered by the Bankruptcy Court or by Trustee with the approval of the Successful Bidder and without further notice to creditors and parties in interest other than by announcement by Trustee of the adjourned date at the Sale Hearing.

Trustee's presentation to the Bankruptcy Court for approval of a Successful Bid does not constitute Trustee's acceptance of the Bid. Trustee will be deemed to have accepted a Bid only when the Bid has been approved by Order of the Bankruptcy Court.

G. Closing

The closing of the sale of the Policies shall occur no later than **May 2, 2022** (the "**Final Closing Deadline**"); provided, however, that this requirement may be waived upon an agreement between Trustee and the Successful Bidder.

H. Failure to Consummate Purchase

If any Successful Bidder fails to consummate the purchase of the Policies, and such failure to consummate the purchase is the result of a breach by such Successful Bidder, 25% of the Deposit on Purchase Price of such Successful Bidder shall be forfeited to the Estate.

I. Back-Up Bidders

If any Successful Bidder fails to consummate a sale because of a breach or failure to perform on the part of such Successful Bidder, the Qualified Bidder that had submitted the next highest or otherwise best Qualified Bid at the Auction (if any), (the "**Back-Up Bidder(s)**") will be deemed to be the Successful Bidder for the Policies and Trustee will be authorized to consummate the Sale of the Policies to such Back-Up Bidder without further order of the Bankruptcy Court and such Qualified Bid shall thereupon be deemed the Successful Bid. If any Qualified Bidder fails to consummate the sale because of a breach or failure to perform on the part of such Qualified Bidder or for any reason within ten days after being deemed the Back-Up Bidder pursuant to this section of the Sale Procedures, the process described above may continue as determined by Trustee until a Qualified Bidder shall consummate the sale.

J. Return of Earnest Money Deposit

The Earnest Money Deposit of all Qualified Bidders, who are not the Successful Bidder, will be returned, without interest, to each such Qualified Bidder as soon as reasonably practicable but in any event within ten (10) business days after the closing of the Sale.

K. Reservation of Rights

1. Determination of Successful Bid. Trustee reserves the right to: (a) determine whether any Qualified Bid is a successful bid, and (b) reject, at any time prior to the entry of the Sale Order, any Bid that the Trustee in its discretion determines to be inadequate, insufficient, not in conformity with the Sales Procedures or the Bankruptcy Code, or contrary to the best interest of the Trustee and its Estate.

2. Modification of Bidding Procedures. Trustee may modify the Sale Procedures, without the need for any further order of the Bankruptcy Court, including, without limitation (a) extending the deadlines set forth in these Sale Procedures, and (b) adjourning the Sale Hearing; provided, however, that the Trustee may not alter any Bid Protections granted to the Stalking Horse

Bidder, change the amount of a Qualified Bid, or change the Deposit Requirement of a Qualified Bidder.

3. Nothing contained in these Sale Procedures, or the court's order, shall limit, restrict, alter, modify, waive or otherwise impair Trustee's reasonable business judgment in relation to the sale process contemplated by these Sale Procedures.

L. As Is, Where As Sale

The sale of the Policies shall be on an "as is, where as" basis and without representations or warranties of any kind, nature, or description by the Trustee, the Estate, or its agents and representatives. Except as otherwise expressly provided in these Sale Procedures, by submitting a Bid, each bidder shall be deemed to acknowledge and represent that it (i) has had an opportunity to conduct any and all reasonable due diligence regarding the Policies prior to making its bid, (ii) has relied solely upon its own independent review, investigation and/or inspection of any and all documents and/or the Policies in making its bid, and (iii) did not rely on any written or oral statements, representations, promises, warranties or guaranties whatsoever, whether express, implied, by operation of law or otherwise, regarding the Policies, or the completeness of any information provided in connection therewith by the Trustee or Trustee's counsel.

M. Trustee's 's Counsel

Any questions regarding these Sales Procedures should be addressed to Trustee's Counsel whose contact information is:

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Exhibit A to Sale Procedures

IN FORCE POLICIES

Carrier	Policy ID	Last Name	Status	Policy Number	Face Amount of Policy	Acquisition Cost
Protective Life Insurance Company (West Coast Life)	ANDE75	REDACTED	In-Force	REDACTED 575	\$2,000,000.00	\$1,212,121.21
Brighthouse Life Insurance Company	JKN22A	REDACTED	In-Force	REDACTED 319 REDACTED	\$2,500,000.00	\$1,648,351.65
John Hancock Life Insurance Company	FEE287	REDACTED	In-Force	REDACTED 287	\$500,000.00	\$338,983.05
John Hancock Life Insurance Company	FEE548	REDACTED	In-Force	REDACTED 548	\$500,000.00	\$338,983.05
Occidental Life Insurance Company NC	MAR790	REDACTED	In-Force	REDACTED 790	\$100,000.00	\$67,039.11
Transamerica Life Insurance Company	JMD135	REDACTED	In-Force	REDACTED 135	\$500,000.00	\$305,295.36
Brighthouse Life Insurance Company	KFFN57	REDACTED	In-Force	REDACTED 157 REDACTED	\$500,000.00	\$254,104.00
Protective Life Insurance Company	RID363	REDACTED	In-Force	REDACTED 371	\$500,000.00	\$148,680.00

Total Acquisition Cost: \$4,313,557.43

Purchase Price (25%): \$1,078,389.36

Exhibit B to Sale Procedures

LAPSED POLICIES

Carrier	Policy ID	Last Name	Status	Policy Number	Face Amount of Policy
Midland National Life	GRR553	REDACTED	Lapsed	REDACTED 553	\$242,520.00
ING Reliastar Life (VOYA)	PER437	REDACTED	Lapsed	REDACTED 378	\$1,000,000.00
SunLife Financial	SUL428	REDACTED	Lapsed	REDACTED 428	\$300,000.00
SunLife Financial	SUL429	REDACTED	Lapsed	REDACTED 429	\$300,000.00
US Life City NY	UD33NL	REDACTED	Lapsed	REDACTED 0NL	\$750,000.00
Protective Life Insurance Company	LW7116	REDACTED	Lapsed	REDACTED 116	\$1,100,000.00
American General Life	JDE21L	REDACTED	Lapsed	REDACTED 21L	\$633,342.81
Transamerica Life	SIE687	REDACTED	Lapsed	REDACTED 687	\$1,500,000.00
AXA Equitable Life	FERN07	REDACTED	Lapsed	REDACTED 607	\$10,000,000.00
Mass Mutual	HCS883	REDACTED	Lapsed	REDACTED 883	\$1,540,000.00
Principal	ANDR62	REDACTED	Lapsed	REDACTED 262	\$1,000,000.00
Transamerica Life	BASH82	REDACTED	Lapsed		\$9,000,000.00

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deeproot 575 Fund, LLC
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deeproot BonusGrowth 5 Year Debenture Fund,
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deeproot Capital Management, LLC
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deeproot Funds, LLC
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deeproot Growth Runs Deep Fund, LLC
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deeproot Pinball, LLC
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deeproot Studios, LLC
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